



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

SCC767/929  
(07/07)

APPLICATION FOR A CERTIFICATE OF WITHDRAWAL  
OF A FOREIGN CORPORATION AUTHORIZED TO TRANSACT BUSINESS IN VIRGINIA

The undersigned, on behalf of the foreign corporation set forth below, pursuant to § 13.1-767 or § 13.1-929 of the Code of Virginia, hereby makes this application for a certificate of withdrawal and states as follows:

1. The name of the corporation is

\_\_\_\_\_.

2. The name of the state or country under whose law the corporation is incorporated is

\_\_\_\_\_.

3. The corporation is not transacting business in Virginia and surrenders its authority to transact business in Virginia.

4. The corporation revokes the authority of its registered agent to accept service on its behalf and appoints the Clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in Virginia.

5. The mailing address to which the Commission may mail a copy of any process served on the Clerk of the Commission as agent for the corporation is

\_\_\_\_\_.

6. The corporation makes a commitment to notify the Clerk of the Commission in the future of any change in its mailing address.

7. The corporation certifies that **[mark appropriate box]**:

☐ It has filed returns and has paid all state taxes to the time of this application; **or**  
**(APPROPRIATE FOR STOCK AND NONSTOCK CORPORATIONS)**

☐ It is not required to file any return or pay any state taxes.  
**(APPROPRIATE FOR NONSTOCK CORPORATIONS ONLY)**

Executed in the name of the corporation by:

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(corporate title)

\_\_\_\_\_  
(printed name)

\_\_\_\_\_  
(date)

\_\_\_\_\_  
(corporation's SCC ID No.)

\_\_\_\_\_  
(telephone number (optional))

*(The execution must be by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.)*

**PRIVACY ADVISORY:** Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

.....  
Provide a name and mailing address for sending correspondence regarding the filing of this document (if left blank, correspondence will be sent to the address given in paragraph 5, above):  
.....

\_\_\_\_\_  
(name)

\_\_\_\_\_  
(mailing address)  
.....

## INSTRUCTIONS TO FORM SCC767/929

This form must be used whenever a foreign corporation that is authorized to transact business in Virginia desires to withdraw from Virginia. See §§ 13.1-767 and 13.1-929 of the Code of Virginia.

The application must be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

You can download this form from our website at [www.scc.virginia.gov/clk/formfee.aspx](http://www.scc.virginia.gov/clk/formfee.aspx)

The application must set forth the exact name of the corporation currently on file with the Commission. Include the corporation's designated name for use in Virginia if one was adopted.

The application for a certificate of withdrawal must be executed by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. Set forth the printed name and the corporate title below or next to the signature. See §§ 13.1-604 and 13.1-804 of the Code of Virginia.

**The person signing this application certifies that all statements and information set forth therein are true, under penalty of law.**

***It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See §§ 13.1-612 and 13.1-811 of the Code of Virginia.***

This application may not be filed with the Commission until all fees and penalties to be collected by the Commission under the Virginia Stock Corporation Act or the Virginia Nonstock Corporation Act have been paid by or on behalf of the corporation; provided, however, that an assessed annual registration fee does not have to be paid if the Commission issues the certificate of withdrawal on or before the due date of the annual registration fee payment. See §§ 13.1-615 and 13.1-815 of the Code of Virginia.

Submit the original, signed application to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1<sup>st</sup> Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$10.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

### NOTE

Until withdrawal has been completed (or the corporation's certificate of authority to transact business is revoked for failure to file its annual report or pay its annual registration fee or maintain a registered office and registered agent), the corporation will remain active on the Commission's records and remain liable for the assessment and payment of annual registration fees and the filing of annual reports, even though the corporation has been terminated in its home jurisdiction, has stopped transacting business in Virginia or has wound up its affairs.

An application for a certificate of withdrawal does not need to be filed with the Commission on behalf of a foreign corporation that is a party to a merger if (i) the corporation is not the survivor of the merger, (ii) the survivor delivers to the Commission for filing a copy of the instrument of merger duly authenticated by the Secretary of State or other official having custody of corporate records, and (iii) the survivor is either authorized to transact business in Virginia or files an application for authority to transact business in Virginia within 30 days of the effective date of the merger. See §§ 13.1-766.1 and 13.1-928.1 of the Code of Virginia.